

APR - 5 1983 - 11 25 AM

LAW OFFICES

ELIAS C. ALVORD
INTERSTATE COMMERCE COMMISSION
ELLSWORTH C. ALVORD (1984)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

April 5, 1983

3:035A056

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER
CABLE ADDRESS
"ALVORD"
TELEPHONE
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Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C.

No. APR 5 1983
Date.....
Fee \$ 50.09

Dear Ms. Mergenovich:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 and the Rules for the Recordation of Documents (as revised) are the original and one certified true copy of a Bill of Sale dated March 22, 1983, a "primary document" as that term is defined in 49 C.F.R. §1116.1(a).

A general description of the railroad equipment covered by the enclosed document is set forth in the Schedule to Bill of Sale attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Seller: Refco-Equipment, Inc.
39 South LaSalle Street
Chicago, Illinois 60603

Buyer: Paul Revere Investment Management Corporation,
as agent for the Avco Corporation Retirement
Income Trust, the Paul Revere Life Insurance
Company and the Paul Revere Variable Annuity
Insurance Company
1275 King Street
Greenwich, Connecticut 06830

The undersigned is agent for the Buyer named above for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters contained therein.

Kindly return the original of the enclosed document

Counterspart- C.T. Kandler

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
April 5, 1983
Page Two

to Charles T. Kappler, Esq., Alvord and Alvord,
918 Sixteenth Street, N.W., Washington, D.C. 20006

Also enclosed is a check in the amount of \$50
payable to the order of the Interstate Commerce Commission
covering the required recordation fee.

Very truly yours,


Charles T. Kappler

SCHEDULE TO BILL OF SALE

The Equipment consists of 200 railroad boxcars identified below together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Boxcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Boxcars, and all proceeds, including insurance proceeds of any of the foregoing.

DESCRIPTION:

70-ton Railway Boxcars, 50' 6" AAR Mechanical Designation XM, 1978 construction by Berwick, Forge & Fabricating Division of Whittaker Corporation or National Railway Utilization Corporation.

ORIGINAL LESSEE ROAD NUMBERS:

NSL 150104 - 150175 (inclusive);
NSL 151076 - 151175 (inclusive);
PT 200000 - 200027 (inclusive).

MOST RECENT LESSEE ROAD NUMBERS:

WSOR 151077-151079, 151081-151086, 151088, 151092, 151096, 151103, 151106, 151112, 151113, 151115, 151118, 151120, 151121, 151123, 151125, 151126, 151128-151130, 151133, 151135, 151136, 151139, 151141-151143, 151146, 151147, 151149, 151152, 151155, 151156, 151158, 151159, 151161, 151163, 151165, 151168, 151170, 151174, 151080, 151087, 151089, 151093, 151094, 151097, 151100, 151101, 151104, 151107, 151108, 151111, 151117, 151122, 151124, 151127, 151137, 151138, 151140, 151150, 151151, 151153, 151157, 151164, 151166, 151169, 151175, 150104, 150107-150109, 150117, 150120, 150126, 150128-150131, 150135, 150139, 150146-150148, 150151-150154, 150158-150160, 150163, 150164, 150166, 150169, 150171, 150172, 200000, 200002, 200004, 200005, 200008, 200009, 200014, 200018, 200022, 200027, 150106, 150110, 150112, 150113, 150118, 150127, 150132, 150143, 150144, 150150, 150155, 150167, 150168, 150170, 150173, 150174, 150175, 200001, 200003, 200006, 200012, 200016, 200019, 200024, 150121, 150149, 151116, 151145, 151160.
NSL 150105, 150111, 150114-150116, 150119, 150122, 150124, 150125, 150134, 150136, 150138, 150142, 150145, 150156, 150157, 150161,

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151114, 151132, 151134, 151162, 151167, 151171, 151095,
151102.

PT 2000007, 200010, 200011, 200013, 200015, 200017, 200020,
200021, 200023, 200025, 200026.

NSL 150137 (in service).

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

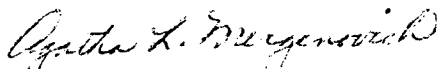
Charles T. Kappler, Esq.
Alvord and Alvord
200 World Center Building
918 Sixteenth Street, N. W.
Washington, D. C. 20006-2973

April 5, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/5/83 at 11:25AM , and assigned re-recording number(s). 13998

Sincerely yours,

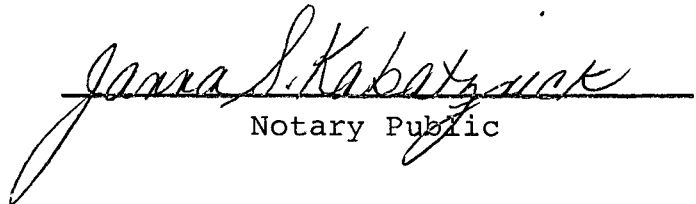

Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. 13998
APR - 5 1983 - 11 22 AM
INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA SS:

On this 5th day of April 1983 the undersigned Notary Public says that she has compared the attached copy to the original of a Bill of Sale dated March 22, 1983 between Refco-Equipment, Inc. and the Paul Revere Investment Management Corporation, as agent for the Avco Corporation Retirement Income Trust, the Paul Revere Life Insurance Company and the Paul Revere Variable Annuity Insurance Company, and such copy is complete and identical in all respects to the original document.


Notary Public

(SEAL)

My commission expires: My Commission expires December 14, 1987

RECORDATION NO. 13998
APR - 5 1983 - 11 55 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, REFCO-EQUIPMENT, INC. ("Seller"), for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration received from The Paul Revere Investment Management Corporation, as Agent for the Avco Corporation Retirement Income Trust, The Paul Revere Life Insurance Company and The Paul Revere Variable Annuity Insurance Company, and located at 1275 King Street, Greenwich, Connecticut 06830 ("Buyer"); the receipt and sufficiency of which is hereby acknowledged, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does bargain, sell, transfer, assign, set over and convey unto the Buyer, its successors and assigns forever all of Seller's right, title and interest in and to the railroad cars (the "Equipment") described on the Schedule attached hereto, except for such rights, title and interests the transfer of which may already have been effected by Uniform Commercial Code foreclosure sale of the Equipment on February 1, 1983.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, to its and their own use and behalf forever.

THERE ARE NO WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE, EXPRESS OR IMPLIED, CONCERNING THE EQUIPMENT, ITS TITLE, ITS CONDITION, ITS FITNESS FOR A PARTICULAR PURPOSE, ITS MERCHANTABILITY OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. SELLER SHALL, IN NO EVENT, BE LIABLE TO BUYER FOR ANY INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES CAUSED, DIRECTLY OR INDIRECTLY, BY THE EQUIPMENT OR ANY INADEQUACY THEREOF FOR ANY PURPOSE, OR ANY DEFICIENCY OR DEFECT THEREIN, OR THE USE OR MAINTENANCE THEREOF, OR ANY REPAIRS, SERVICING OR ADJUSTMENTS THERETO.

Seller, for itself and its successors and assigns further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, for the better assuring, conveying and confirming unto Buyer and its successors and assigns, all and singular, the rights and interests in the Equipment hereby bargained, sold, assigned, transferred, set over and conveyed, as Buyer and its successors and assigns shall request.

This Bill of Sale shall inure to the benefit of Buyer and its successors and assigns, and shall be binding upon Seller and its successors, assigns and transferees.

IN WITNESS WHEREOF, Seller has caused this Bill of
Sale to be executed on this 22nd day of March, 1983.

REFCO-EQUIPMENT, INC.

By

M. J. C.

Its

President

ATTEST:

[Signature]

Its

asst Secy

[SEAL]

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 22nd day of March, 1983,
before me personally appeared W.F. Culp,
to me personally known, who being by me duly sworn, says that
he is the President of REFCO-EQUIPMENT,
INC., a Delaware corporation, that the
seal affixed to the foregoing instrument is the corporate seal
of said corporation, that said instrument was signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the fore-
going instrument was the free act and deed of said corporation.

[SEAL]

My commission expires:

Laithun K. Murphy
Notary Public
COMMISSION EXPIRES
JULY 28, 1986

SCHEDULE TO BILL OF SALE

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PT 2000007, 200010, 200011, 200013, 200015, 200017, 200020,
200021, 200023, 200025, 200026.

NSL 150137 (in service).